



08010114

FORM 13F

 UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

 13FCONP
 8/20/08

FORM 13F COVER PAGE

NON-PUBLIC

Report for the Calendar Year or Quarter Ended: September 30, 2007

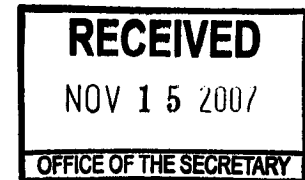
Check here if Amendment []; Amendment Number: _____

This Amendment (Check only one):

[] is a restatement

[] adds new holding entries

Institutional Investment Manager Filing this Report:

 Name: Stark Offshore Management LLC
 Address: 3600 South Lake Drive
 St. Francis, Wisconsin 53235-3716


Form 13F File Number: 28-11007

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

 Name: Daniel J. McNally
 Title: General Counsel
 Phone: (414) 294-7000

CONFIDENTIAL TREATMENT EXPIRED

Signature, Place and Date of Signing:

(Signature)

 St. Francis, Wisconsin
 (City, State)

 November 14, 2007
 (Date)

Report Type (Check only one):

- [X] 13F HOLDINGS REPORT: (Check here if all holdings of this reporting manager are reported in this report.)
- [] 13F NOTICE: (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- [] 13F COMBINATION REPORT: (Check here if a portion of the holding for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: None

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	0
Form 13F Information Table Entry Total:	15
Form 13F Information Table Value Total:	\$2,091,886 (thousands)

List of Other Included Managers:	None
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				Form 13F								
		Stark Offshore Management LLC										
Column 1:	Column 2:	Column 3:	Column 4:	Column 5:			Column 6:	Column 7:	Column 8:			
Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (x \$1000)	Shrs or Pm Amt	SH/PRN	Put/Call	Investment Discretion	Other Managers	Voting Authority			
									Sole	Shared	None	
Until 02/14/2008												
UNITED RENTALS INC	Common	911363109	44,875	1,394,958	SH		Sole		1,394,958			
MANOR CARE INC	Common	564055101	134,324	2,085,785	SH		Sole		2,085,785			
HORIZON OFFSHORE INC	Common	44043J204	41,457	2,512,569	SH		Sole		2,512,569			
ALLIANCE DATA SYSTEMS CORP	Common	018581108	166,258	2,146,939	SH		Sole		2,146,939			
LYONDELL CHEMICAL CO	Common	552078107	223,738	4,827,152	SH		Sole		4,827,152			
GENESCO INC	Common	371532102	59,981	1,300,269	SH		Sole		1,300,269			
MYERS INDS INC	Common	628464109	13,282	670,148	SH		Sole		670,148			
PHH CORP	Common	693320202	95,235	3,623,883	SH		Sole		3,623,883			
TRIBUNE CO	Common	896047107	239,434	8,764,071	SH		Sole		8,764,071			
Until 05/15/2008												
CLEAR CHANNEL MUNICATIONS	Common	184502102	202,301	5,403,365	SH		Sole		5,403,365			
HARRAHS ENTMT INC	Common	413619107	128,528	1,478,532	SH		Sole		1,478,532			
HUNTSMAN CORP	Common	447011107	482,420	18,211,412	SH		Sole		18,211,412			
MIDWEST AIR GROUP INC	Common	597911106	2,747	167,039	SH		Sole		167,039			
SLM CORP	Common	78442P106	240,524	4,842,453	SH		Sole		4,842,453			
SLM CORP	Option	78442P106	16,782	6,352,600		CALL	Sole		6,352,600			